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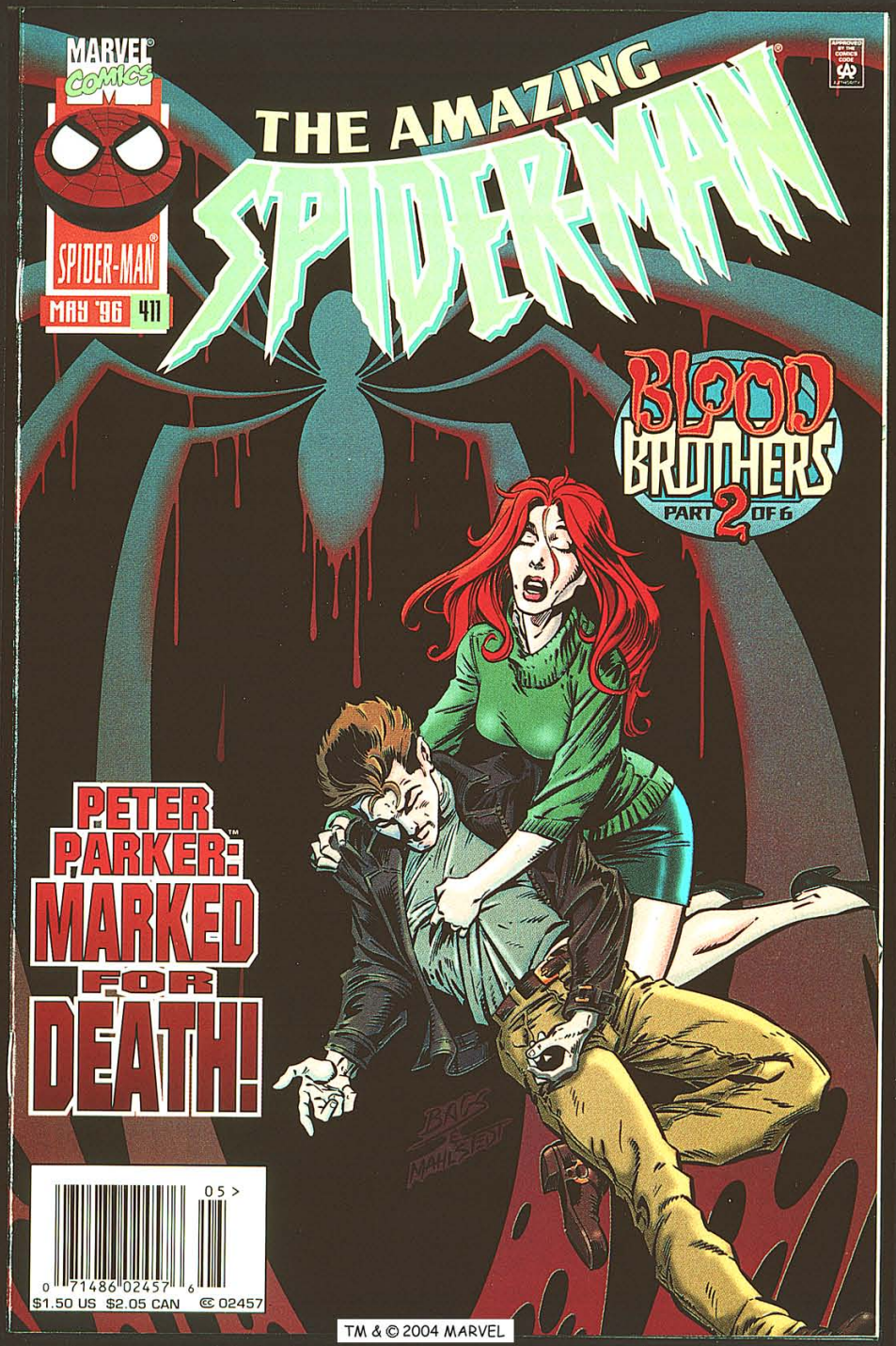

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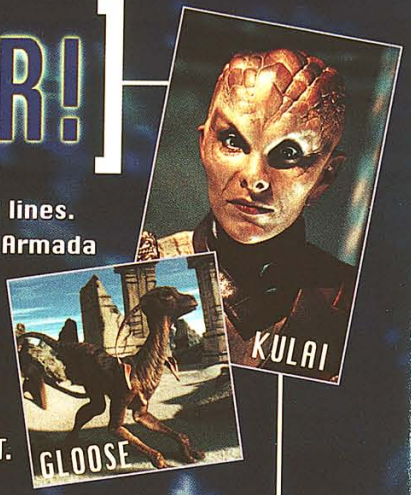

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STORY BEGINS PAGE 3

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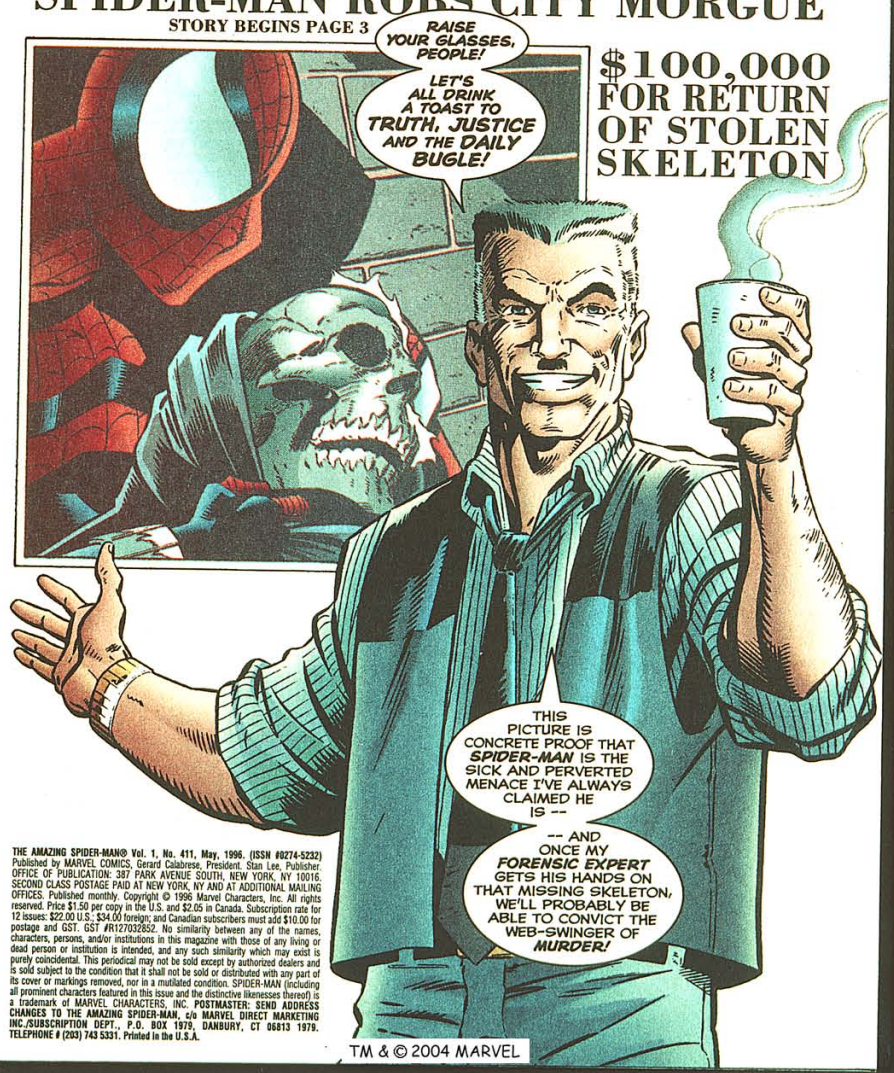

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STAN LEE PRESENTS A TALE FEATURING THE AMAZING SPIDER-MAN

TARGETS!

BLOOD BROTHERS PART 2 OF 6

WRITTEN BY TOM DeFALCO
PENCILED BY MARK BAGLEY
INKED BY LARRY MAHLSTEDT AND AL MILGROM
COLORED BY BOB SHAREN
SEPARATED BY MALIBU'S HUES
LETTERED BY RICHARD STARKINGS & COMICRAFT
EDITED BY RALPH MACCHIO
CHIEFED BY BOB HARRAS

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My life already has enough COMPLICATIONS!

The truth is, even though I call myself REILLY, my real name is PETER PARKER!

For the past five years, my CLONE --

-- or at least the guy I THOUGHT was my clone --

-- has believed he was ME, and has been using my NAME!

Unfortunately, relations between me and PETE have gotten somewhat STRAINED recently...

...mainly because of my pal, SEWARD TRAINER!

To make matters worse, Seward has apparently VANISHED!

I was hoping to get a line on his disappearance --

-- by scoping out his GENETICS LAB this morning!

No such LUCK! The place is completely DESERTED --

-- and all of his SCIENTIFIC EQUIPMENT has been dismantled!

On the off-chance he eventually SENDS for these crates --

-- I waste a SPIDER-TRACER!

Seward was the only one who stood by me during my five LOST YEARS!

He helped me SURVIVE my darkest time!

It's now my responsibility to return the favor!

I've got to find him!

He wouldn't be missing unless he was in serious TROUBLE!

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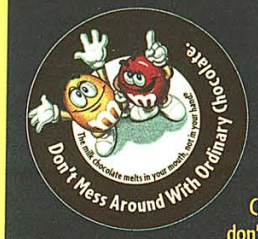

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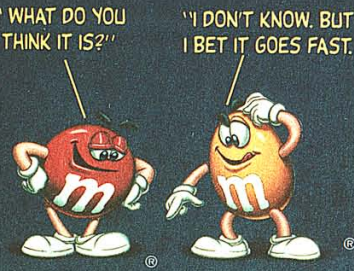

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Y	Y	Y	Y	Y	Y	Y	Y	O	O
O	O	Y	Y	Y	Y	Y	Y	Y	Y	Y
O	O	Y	R	R	R	R	R	Y	O
Y	Y	Y	G	R	G	G	R	G	Y	Y
Y	Y	G	R	G	G	G	R	G	Y
R	R	R	R	R	R	R	R	R	R	R
R	R	B	B	R	R	R	B	B	R
B	R	B	G	B	R	R	B	G	B	R
Y	Y	B	B	Y	Y	Y	B	B	Y
BR	BR	BR	BR	BR	BR	BR	BR	BR	BR	BR
BR	BR	BR	BR	BR	BR	BR	BR	BR	BR
BR	BR	BR	BR	BR	BR	BR	BR	BR	BR	BR

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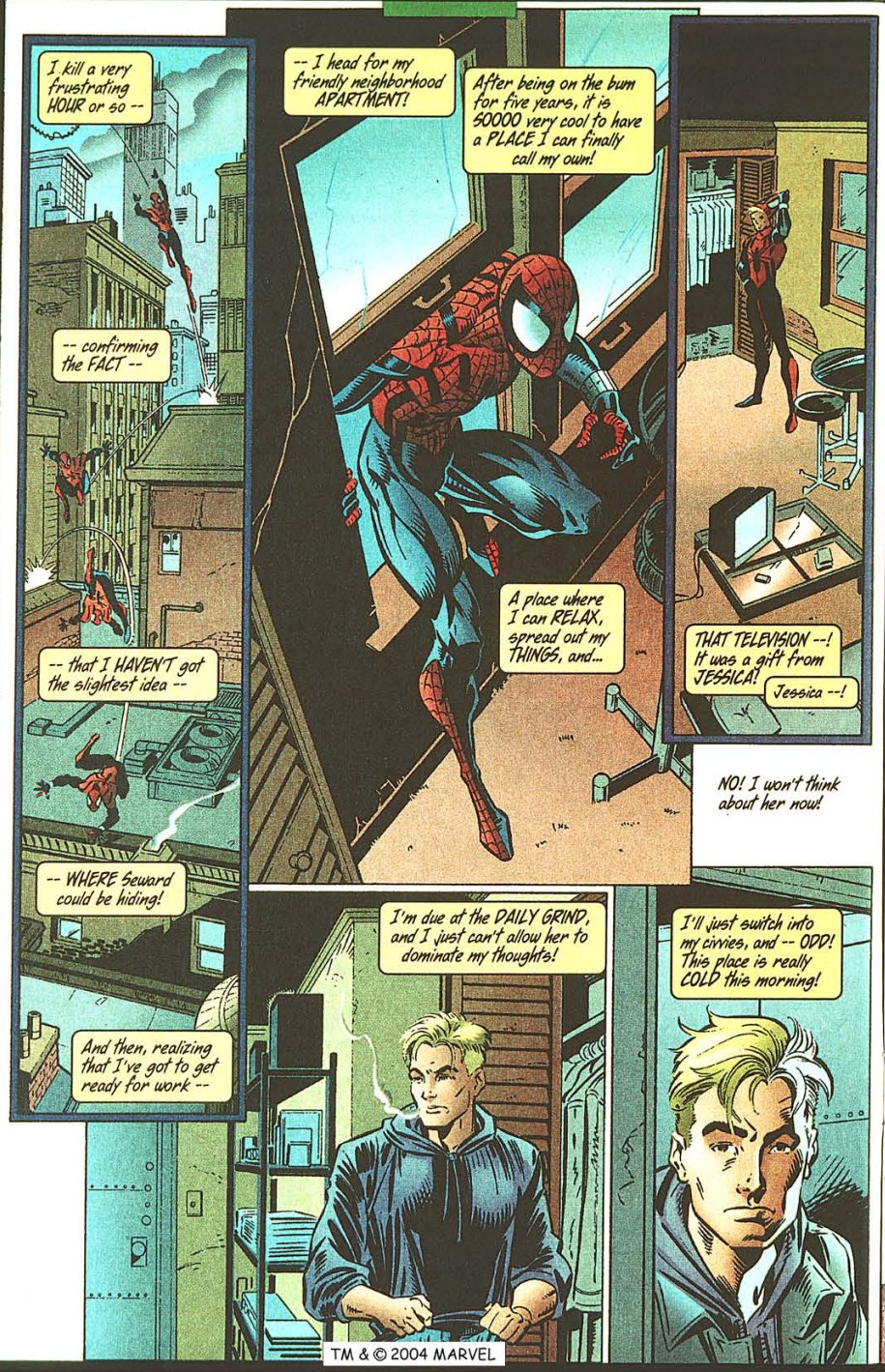
I kill a very frustrating HOUR or so --
-- confirming the FACT --
-- that I HAVEN'T got the slightest idea --
-- WHERE Seward could be hiding!
And then, realizing that I've got to get ready for work --
-- I head for my friendly neighborhood APARTMENT!
After being on the bum for five years, it is SOOOO very cool to have a PLACE I can finally call my own!
A place where I can RELAX, spread out my THINGS, and...
THAT TELEVISION --! It was a gift from JESSICA!
Jessica --!
NO! I won't think about her now!
I'm due at the DAILY GRIND, and I just can't allow her to dominate my thoughts!
I'll just switch into my civvies, and -- ODD! This place is really COLD this morning!
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There's my landlady --!
She always tells me to report any problems, and so...
HEY, TILDE --!
HATE TO BOTHER YOU SO EARLY IN THE DAY, BUT THERE DOESN'T SEEM TO BE ANY HEAT IN MY APARTMENT.
NO HEAT?
NO HEAT, YOU SAY?
MAYBE THAT'S BECAUSE THERE WERE NO FUNDS TO BACK UP THAT BUM CHECK YOU GAVE ME FOR THE RENT!
WHOA! THERE'S GOTTA BE A MISTAKE --!
I'LL SAY THERE'S A MISTAKE -- AND I MADE IT -- WHEN I RENTED TO A DEADBEAT LIKE YOU!
I DON'T WANT TO HEAR ANY SAD STORIES, REILLY! COME UP WITH THE CASH, OR YOU'LL BE OUT ON YOUR BUTT!
TAKE IT EASY, TILDE! I PROMISE I'LL MAKE GOOD!
Talk about an unexpected development --!
I'd better hit the BANK on my way to work, and find out WHAT went wrong!
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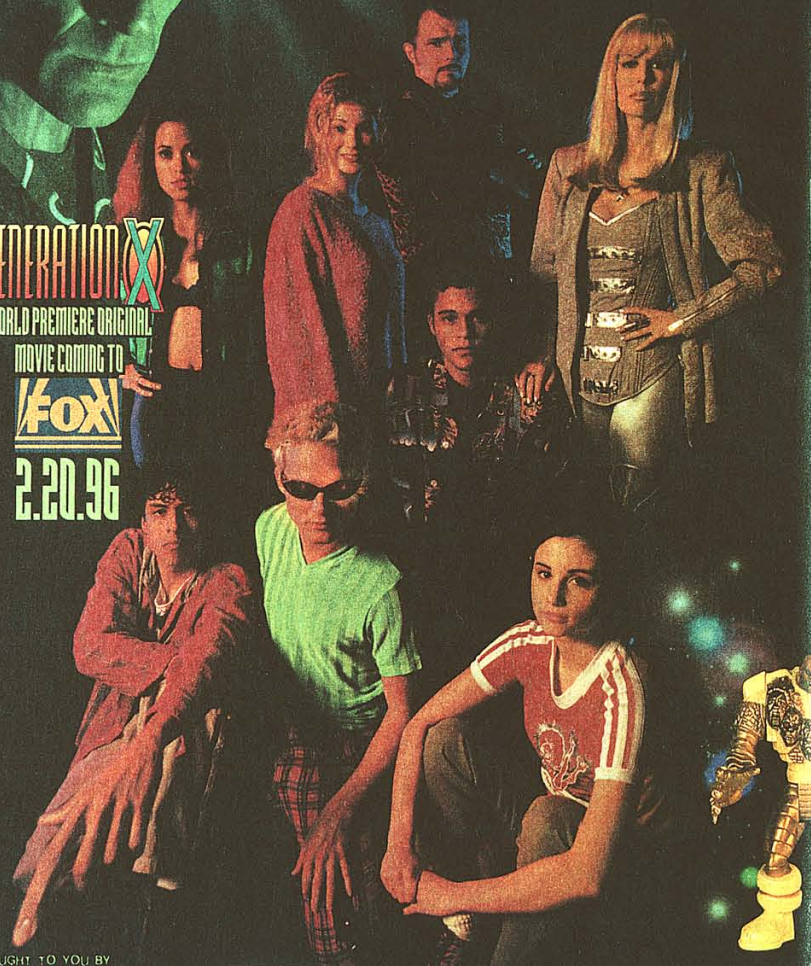

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3. WHERE DO YOU BUY YOUR COMICS?
4. WHAT IS THE CITY AND STATE OF THAT COMIC BOOK STORE?
5. WHAT IS YOUR NAME, ADDRESS, PHONE & AGE?

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Rules and regulations: No purchase necessary to enter. To enter, send a completed official entry form or a 3"x5" card containing the same information to: Mutant Generation, c/o Marvel Films, 1440 S. Sepulveda Boulevard, Los Angeles, California 90025. Entries must be received by Marvel Films no later than April 15, 1996. You may enter as often as you wish, but each entry must be mailed separately and no mechanically reproduced entries will be accepted. Entries will not be returned. Marvel is not responsible for lost, late, misdirected or mutilated entries. Winners will be selected no later than May 15, 1996 in a random drawing of all completed entries to be held by Marvel. The decisions of Marvel in conducting all aspects of this sweepstakes shall be final. Winners will be notified by mail no later than June 15, 1996. Odds of winning depend on the number of completed entries received. Void where prohibited. Prizes: 2 Grand Prizes will be awarded, one to the Grand Prize winner, and one to the comic book retailer listed on the winning entry. The Grand Prize consists of one Sega Virtua Fighter arcade game and one Gen X Fun Pack (described below). Total Approximate Retail Value: $4,783. 500 First Prize Winners will be awarded a Gen X Fun Pack consisting of: a Toy Biz Generation X 5" action figure; a Planet Studios Generation X copper pin; a Fleer/Skybox Marvel OverPower Starter Deck; one pair Gargoyles Performance Eyewear sunglasses; one 8" x 10" b/w photo of the Generation X movie cast; one MCA Records "Saturday Morning Cartoons Greatest Hits" CD; one MCA Records "Saturday Morning" comic book; and one Sega Virtua Fighter Ltd. Edition comic book. Total Approximate Retail Value: $188. Prizes are not transferable and no substitutions will be available, except that the sponsors reserve the right to substitute a prize with one of equal or greater value. All taxes shall be the responsibility of the winner. Eligibility to receive a Grand Prize will be conditioned upon the submission of a signed affidavit of eligibility and publicity/liability release. In the event any winner does not claim a prize within thirty (30) days of the mailing of the notice, or a Grand Prize winner fails to submit the affidavit and release, Marvel reserves the right to not award the prize or to conduct a second drawing to select another winner. Sweepstakes open to U.S. residents only. Employees (and their immediate family members) of Marvel Entertainment Group, Inc., Marvel Films, the Fox Network, New World Entertainment, MCA Records, Sega of America, Inc., Gargoyles Performance Eyewear, Planet Studios, Toy Biz, Inc., Fleer/Skybox and their respective affiliates and advertising agencies are not eligible. For a list of major prize winners, send a self-addressed stamped envelope to the above address after July 15, 1996. Allow 8 weeks for delivery. Sega is registered in the U.S. Patent and Trademark Office. Sega Saturn, Virtua Fighter and Virtua Fighter 2 are trademarks of SEGA. © 1996 SEGA. P.O. Box 8097, Redwood City, CA 94063. © 1996 MCA Records, Inc. TM & © 1996 Toy Biz, Inc. All rights reserved. OverPower TM & © 1996 Fleer/Skybox international. All rights reserved. © 1996 Gargoyles Performance Eyewear. © 1996 New World Entertainment. Marvel Comics. GENERATION X and the distinctive likenesses thereof are trademarks of Marvel Characters, Inc. and are used with permission. TM and © 1996 Marvel Characters, Inc. All rights reserved.

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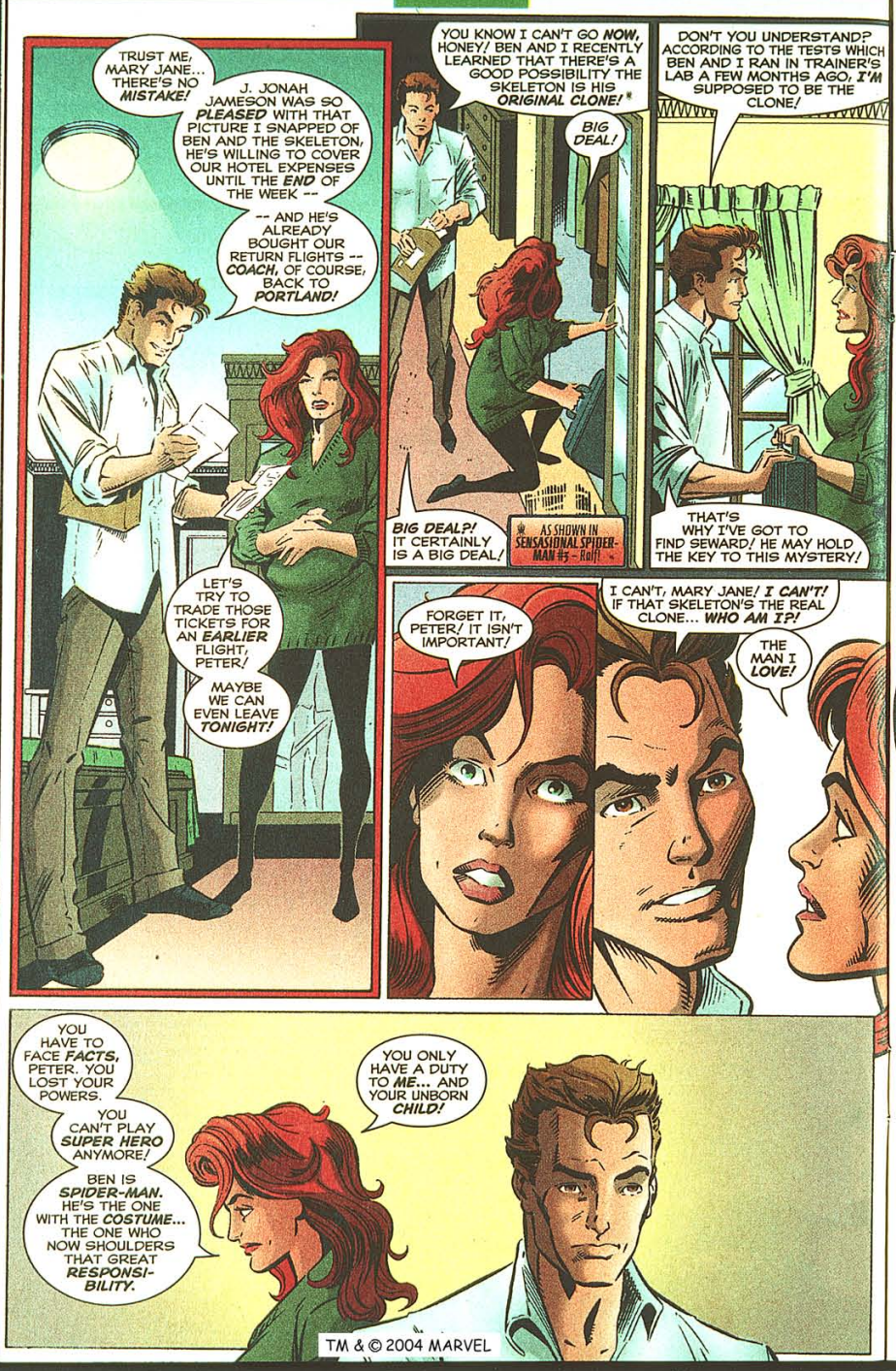
TRUST ME, MARY JANE... THERE'S NO MISTAKE!
J. JONAH JAMESON WAS SO PLEASED WITH THAT PICTURE I SNAPPED OF BEN AND THE SKELETON, HE'S WILLING TO COVER OUR HOTEL EXPENSES UNTIL THE END OF THE WEEK --
-- AND HE'S ALREADY BOUGHT OUR RETURN FLIGHTS -- COACH, OF COURSE, BACK TO PORTLAND!
LET'S TRY TO TRADE THOSE TICKETS FOR AN EARLIER FLIGHT, PETER!
MAYBE WE CAN EVEN LEAVE TONIGHT!
YOU KNOW I CAN'T GO NOW, HONEY! BEN AND I RECENTLY LEARNED THAT THERE'S A GOOD POSSIBILITY THE SKELETON IS HIS ORIGINAL CLONE!
BIG DEAL!
BIG DEAL?! IT CERTAINLY IS A BIG DEAL!
AS SHOWN IN SENSASIONAL SPIDER-MAN #3 - Rat!!
DON'T YOU UNDERSTAND? ACCORDING TO THE TESTS WHICH BEN AND I RAN IN TRAINER'S LAB A FEW MONTHS AGO, I'M SUPPOSED TO BE THE CLONE!
THAT'S WHY I'VE GOT TO FIND SEWARD! HE MAY HOLD THE KEY TO THIS MYSTERY!
FORGET IT, PETER! IT ISN'T IMPORTANT!
I CAN'T, MARY JANE! I CAN'T! IF THAT SKELETON'S THE REAL CLONE... WHO AM I?!
THE MAN I LOVE!
YOU HAVE TO FACE FACTS, PETER. YOU LOST YOUR POWERS.
YOU CAN'T PLAY SUPER HERO ANYMORE!
BEN IS SPIDER-MAN. HE'S THE ONE WITH THE COSTUME... THE ONE WHO NOW SHOULDERS THAT GREAT RESPONSI-BILITY.
YOU ONLY HAVE A DUTY TO ME... AND YOUR UNBORN CHILD!
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I TRUST YOU WILL FIND THESE ACCOMMODATIONS SUITABLE, DOCTOR TRAINER.
ALL OF THE RESOURCES OF THE MULTIVEX CORPORATION ARE AT YOUR DISPOSAL!
WHILE THIS ENVIRONMENTAL SUIT CERTAINLY HAS ITS ADVANTAGES, I CANNOT EXPRESS HOW EAGER I AM TO BEGIN THE REGENERATION PROCESS!
ARE YOU ABSOLUTELY CERTAIN YOU CAN REPAIR MY DAMAGED BODY... REVIVE MY FADING HEALTH AND VITALITY... AND RESTORE ME TO MY PHYSICAL PRIME?!
I... I BELIEVE SO, SIR!
YOU HAD BETTER DO MORE THAN MERELY BELIEVE, MY FRIEND...
...YOU HAD BETTER DELIVER!
FAILURE WILL NOT BE TOLERATED!
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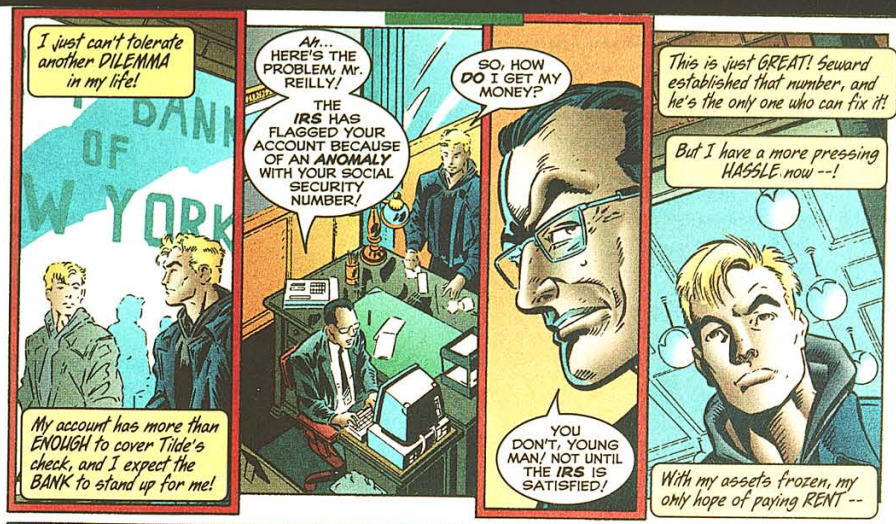

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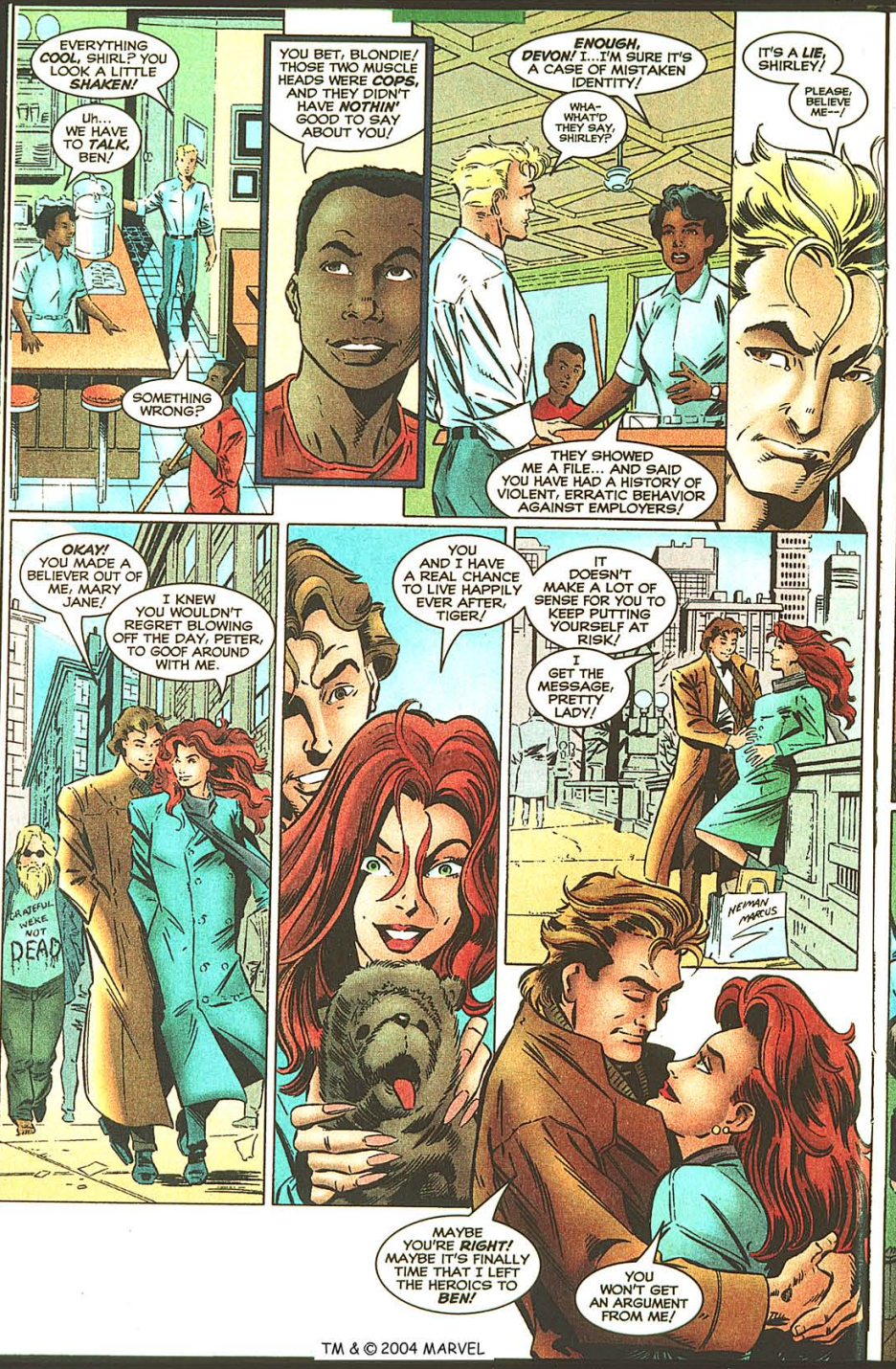
EVERYTHING COOL, SHIRL? YOU LOOK A LITTLE SHAKEN!
Uh... WE HAVE TO TALK, BEN!
SOMETHING WRONG?
YOU BET, BLONDIE! THOSE TWO MUSCLE HEADS WERE COPS, AND THEY DIDN'T HAVE NOTHIN' GOOD TO SAY ABOUT YOU!
ENOUGH, DEVON! I...I'M SURE IT'S A CASE OF MISTAKEN IDENTITY!
WHA- WHAT'D THEY SAY, SHIRLEY?
THEY SHOWED ME A FILE... AND SAID YOU HAVE HAD A HISTORY OF VIOLENT, ERRATIC BEHAVIOR AGAINST EMPLOYERS!
IT'S A LIE, SHIRLEY!
PLEASE, BELIEVE ME--!
OKAY! YOU MADE A BELIEVER OUT OF ME, MARY JANE!
I KNEW YOU WOULDN'T REGRET BLOWING OFF THE DAY, PETER, TO GOOF AROUND WITH ME.
GRATEFUL WERE NOT DEAD
YOU AND I HAVE A REAL CHANCE TO LIVE HAPPILY EVER AFTER, TIGER!
IT DOESN'T MAKE A LOT OF SENSE FOR YOU TO KEEP PUTTING YOURSELF AT RISK!
I GET THE MESSAGE, PRETTY LADY!
HEIMAN MARCUS
MAYBE YOU'RE RIGHT! MAYBE IT'S FINALLY TIME THAT I LEFT THE HEROICS TO BEN!
YOU WON'T GET AN ARGUMENT FROM ME!
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BRAMER TO CELL-12: TARGET IS ACQUIRED.
PREPARE TO INTERCEPT ON MY SIGNAL --!
ROB S
What a WACK JOB!
I can't believe some nameless nutcase is dishing DIRT on me!
Shirley is trying to be supportive, but I can't blame her if she bails! All her savings are tied up in the DAILY GRIND.
I barely know anyone in this town! Who'd have any reason to ruin me, or --
JESSICA!
HI, BEN!
I...I'VE COME FOR MY BAG, BEN.
IS THAT ALL YOU WANT?
YOU AND I HAVE SO MUCH TO DISCUSS... BUT I... I DON'T EVEN KNOW WHERE TO BEGIN.
THAT MAKES TWO OF US, LADY!
I...
I'LL CALL YOU LATER!
SURE!
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THE HAUNTED MASK
ON VIDEO MARCH 12TH
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W-WHO ARE YOU?
WHAT DO YOU WANT?!
QUIET DOWN, SONNY BOY! YOU LACK THE PROPER POSITIONING TO DEMAND ANSWERS!
BRAMER! ARE YOU ABSOLUTELY CERTAIN YOU CONFIRMED THE CORRECT TARGET?!
NARD! HAS GOT A POINT, CHIEF! NOBODY IN HIS RIGHT MIND HIRES A CYBERNETICALLY-ENHANCED MERC SQUAD LIKE CELL-12 TO TAKE OUT TWO AVERAGE CIVILIANS!
IT ISN'T GOOD BUSINESS TO QUESTION THE MENTAL HEALTH OF OUR CLIENTS, ANDROS!
BESIDES, WE WERE WARNED THAT THE MAN IS MUCH MORE POWERFUL THAN HE APPEARS!
WHATEVER! LET'S JUST GET TO IT! I'M HUNGRY, AND I DON'T WANT TO WASTE ANY UNNECESSARY TIME!
AT EASE, LASHER! I GIVE THE ORDERS HERE!
THIS MISSION HAS VERY STRICT PARAMETERS, AND I WON'T JEOPARDIZE THEM BECAUSE YOU'RE ANXIOUS TO FILL YOUR FACE!
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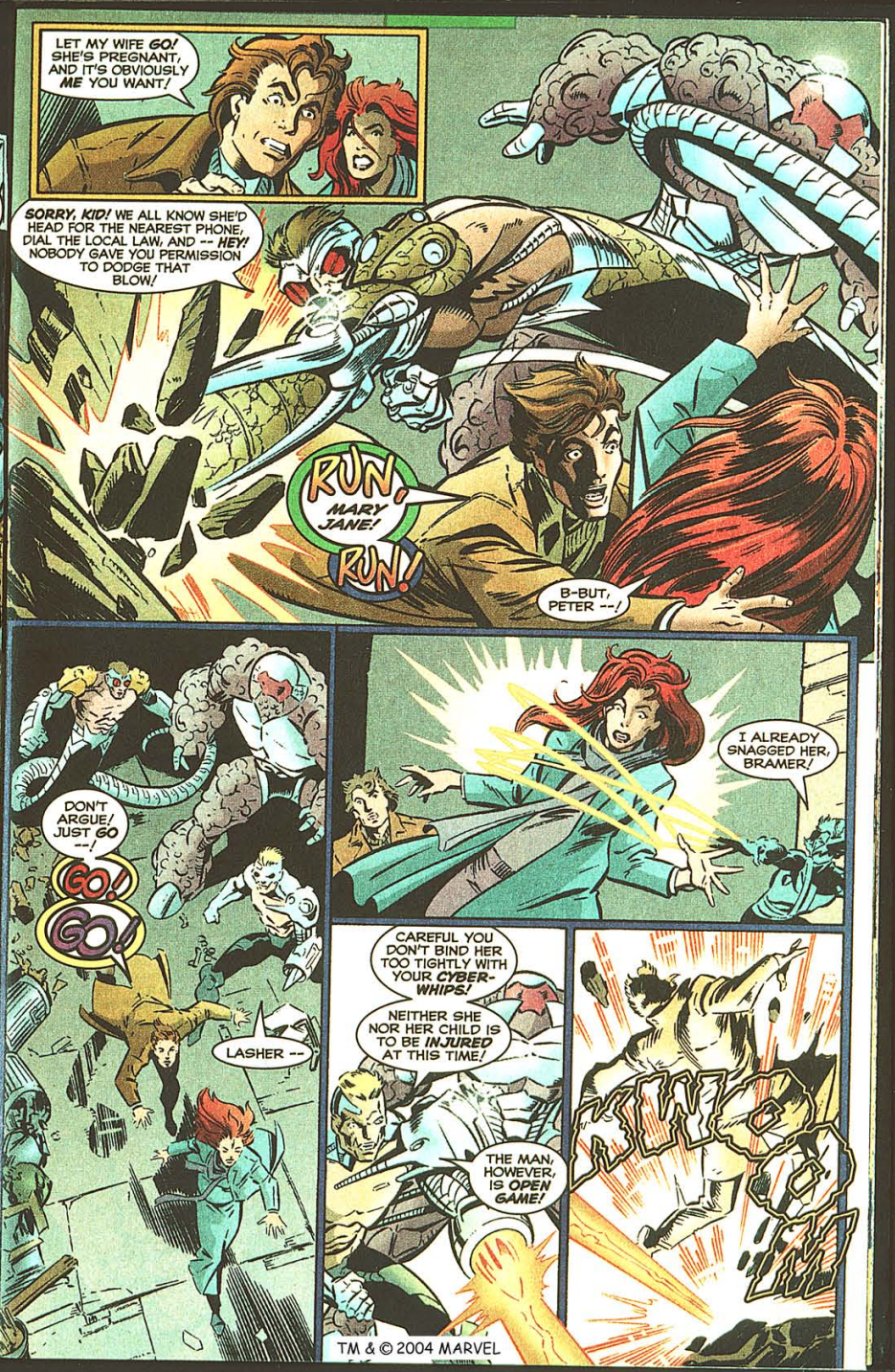
LET MY WIFE GO! SHE'S PREGNANT, AND IT'S OBVIOUSLY ME YOU WANT!
SORRY, KID! WE ALL KNOW SHE'D HEAD FOR THE NEAREST PHONE, DIAL THE LOCAL LAW, AND -- HEY! NOBODY GAVE YOU PERMISSION TO DODGE THAT BLOW!
RUN, MARY JANE! RUN!
B-BUT, PETER --!
DON'T ARGUE! JUST GO --!
GO! GO!
LASHER --
I ALREADY SNAGGED HER, BRAMER!
CAREFUL YOU DON'T BIND HER TOO TIGHTLY WITH YOUR CYBER-WHIPS!
NEITHER SHE NOR HER CHILD IS TO BE INJURED AT THIS TIME!
THE MAN, HOWEVER, IS OPEN GAME!
KLAK-O-KLAK
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PWOK

SOMETHING'S *WRONG* HERE, CHIEF! THIS KID AIN'T NO *PLAYER!*

HE'S A *PATSY!*

WHOEVER HIRED THEM MUST HAVE BEEN AWARE OF MY *SPIDER-POWERS!* IF ONLY I STILL HAD THEM --!

AARGGH! FEELS LIKE I SLAMMED INTO A BRICK WALL!

WHY?! W-WHY ARE YOU DOING THIS?!

YOU'VE BEEN POKING YOUR NOSE IN PLACES IT *DOESN'T* BELONG, Mr. PARKER.

OUR CLIENT IS VERY *ANNOYED* WITH YOU, AND HE'S ASKED US TO EXPRESS HIS *DISPLEASURE* IN A MANNER YOU WILL BE *UNABLE* TO IGNORE!

CLOSE YOUR EYES, LADY! YOU DON'T WANT TO SEE WHAT COMES NEXT --!

DEAR GOD --!

NO! DON'T!

THEIR CLIENT KNOWS I USED TO BE THE *WEB-SWINGER!* HE *KNOWS,* BUT THAT'S HARDLY MY PROBLEM NOW --!

I'M *POWERLESS...* INCAPABLE OF *DEFENDING* MYSELF... AND ABOUT TO FACE THE WORST *BEATING* OF MY LIFE!

DOES PETER PARKER HAVE THE NECESSARY *STRENGTH* AND *COURAGE...* CAN HE EVEN HOPE TO *SURVIVE...* A POUNDING WHICH WAS INTENDED FOR THE AMAZING *SPIDER-MAN?!*

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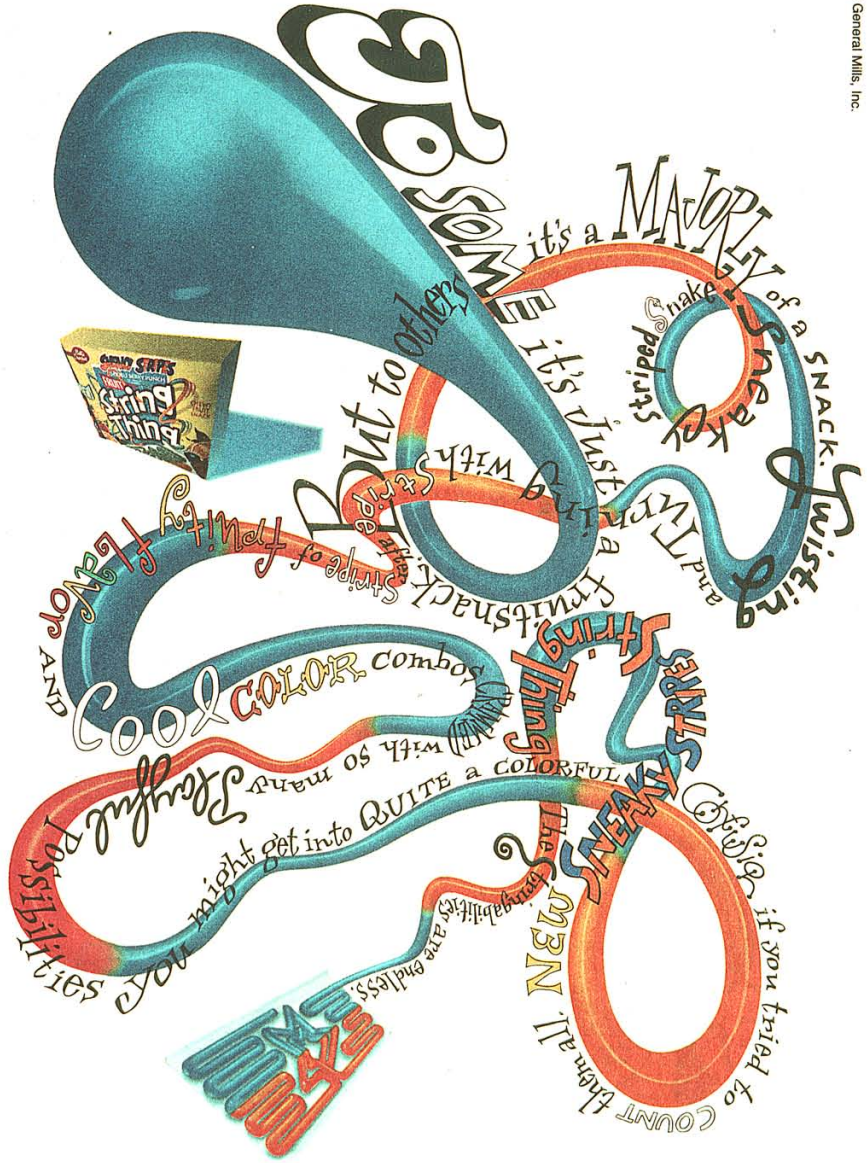

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YOU PEOPLE WANNA SURVIVE? HERE'S A HINT...
KEEP YOUR MOUTHS SHUT, AND DON'T DO NUTHIN' STUPID!
I'LL TAKE THAT FANCY NECKLACE, LADY!
YA BROKE IT, YA MISERABLE WITCH --!
LEAVE HER ALONE, YOU MONSTER!
I WON'T ALLOW YOU TO HARM MY WIFE OR CHILD!
YOU ASKED FOR IT, HERO!
THIS OUGHTA SHUT YA UP!
THWIP
}TSK{ }TSK{ YOU'RE REAL LUCKY I HAPPENED TO BE PASSING OVERHEAD, PAL! IN CASE YOU'VE FORGOTTEN, NEW YORK HAS REINSTATED THE DEATH PENALTY! PULLING THAT TRIGGER MIGHT HAVE EARNED YOU A LETHAL JOLT --
-- INSTEAD OF A GOOD OLD-FASHIONED POP IN THE JAW!
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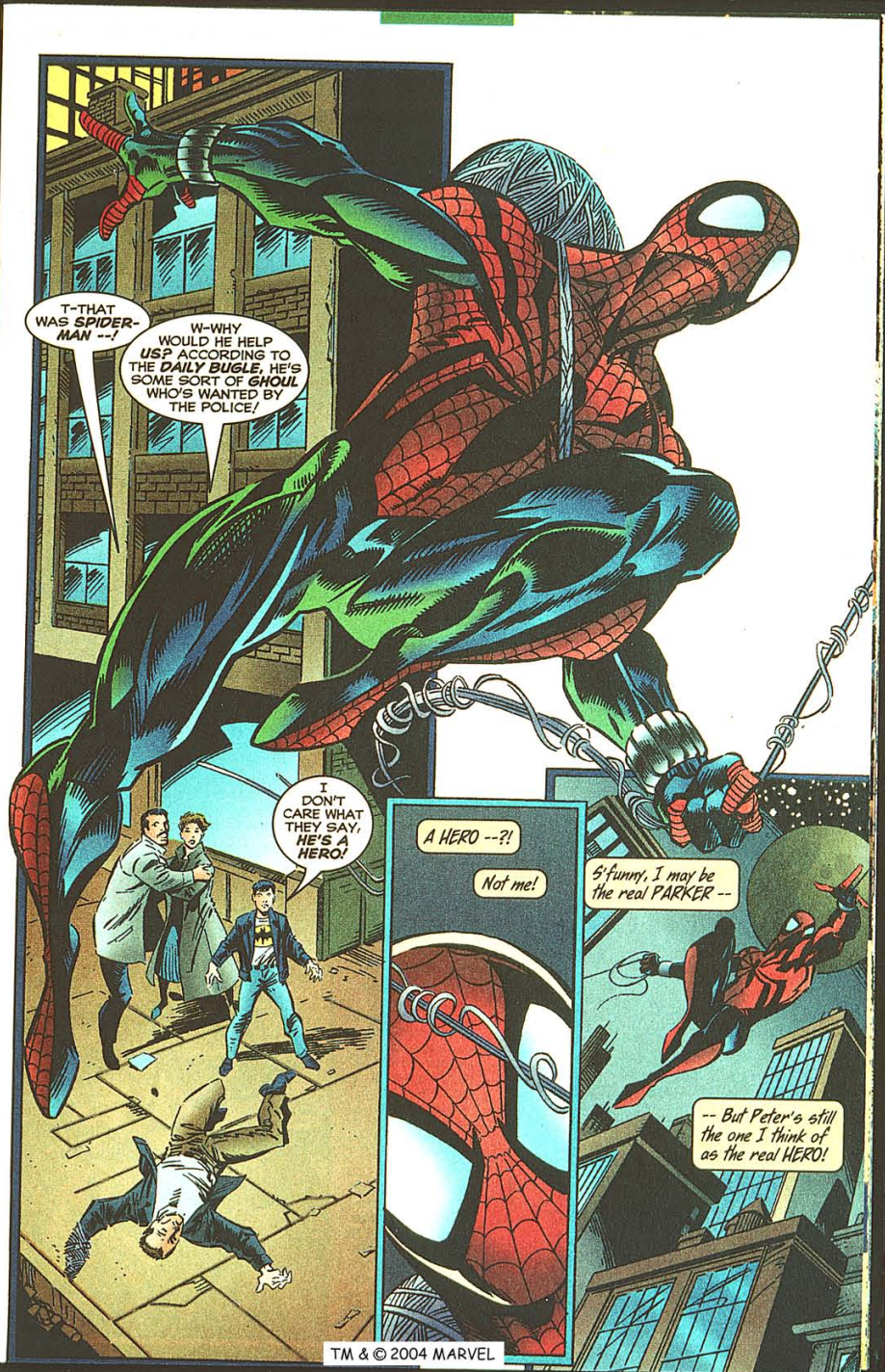
T-THAT WAS SPIDER-MAN --!
W-WHY WOULD HE HELP US? ACCORDING TO THE DAILY BUGLE, HE'S SOME SORT OF GHOUL WHO'S WANTED BY THE POLICE!
I DON'T CARE WHAT THEY SAY, HE'S A HERO!
A HERO --?!
Not me!
S'funny, I may be the real PARKER --
-- But Peter's still the one I think of as the real HERO!
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MARVEL COMICS — ON SALE THIS MONTH

■ **AVENGERS #397:** Continued from HULK #440! The Avengers are going to hand the Leader his head! Featuring the final fate of the Hulk! By Terry Kavanagh/ MikeDeodato Jr./Tom Palmer!

■ **CAPTAIN AMERICA #451:** Captain America: ex-patriot! Steve Rogers, stripped of his citizenship, has to stop MachineSmith from launching World War 3! By Mark Waid/Ron Garney/Denis Rodier!

■ **CAPTAIN MARVEL #8:** Marv is on a lifeless world—but the planet's inhabitants don't know they're dead! Can Cap convince them to shuffle off this mortal coil? By Fabian Nicieza/ Ed Benes!

■ **FANTASTIC FOUR UNPLUGGED #5:** Reed, Sue, Ben, Johnny—the original FF are back—and so is Blastarr the Living Bomb-Burst! (Who invited him?) By Mike Lackey/ Adriana Melo/Tim Dzon!

■ **SILVER SURFER #119:** Twelve aliens—each one of them possesses a piece of the power cosmic! Will the Surfer ever pull himself together—or will he stay a broken man? By George Perez/ Tom Grindberg/Bill Anderson!

■ **COSMIC POWERS UNLIMITED #5:** The return of Captain Universe! Plus the Star Masters vs. the master race of the Axi-Tun! By Greg Wright/Scot Eaton/ Don Hudson!

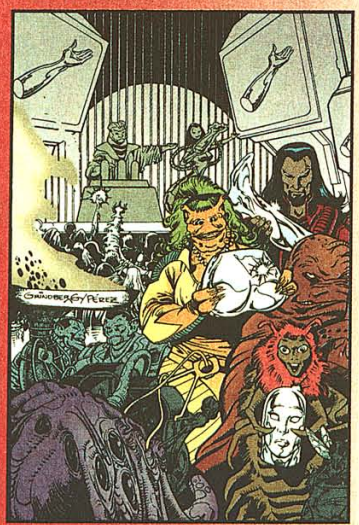
■ **IRON MAN #328:** The teenage Tony Stark faces the frozen fury of Frost! Plus: the final fate of Stark Enterprises! By Terry Kavanagh/ Jimmy Cheung/ Mark McKenna!

■ **AVENGERS #398:** The Avengers are attacked one by one by a mystery villain who knows all their secrets! Which baddie is behind this? Only Cap knows! By Ben Raab/Terry Kavanagh/ Mike Deodato/Tom Palmer!

■ **FANTASTIC FOUR #412:** Mr.Fantastic vs. the Sub-Mariner—the final battle! As Sue lies at death's door, Reed and Namor wage all-out war! By Tom DeFalco/Paul Ryan/ Danny Bulanadi!

■ **THOR #498:** Thor is powerless! Odin is homeless! The Absorbing Man is merciless! And special guest-star, Hercules, is clueless! By William Messner-Loebs/Mike Deodato Jr.!

■ **SILVER SURFER #115:** The Silver Surfer has been torn apart, faster than a Chevy in a chop shop! Now his body parts are being auctioned and scattered all across the galaxy! By George Perez/Tom Grindberg/ Bill Anderson!



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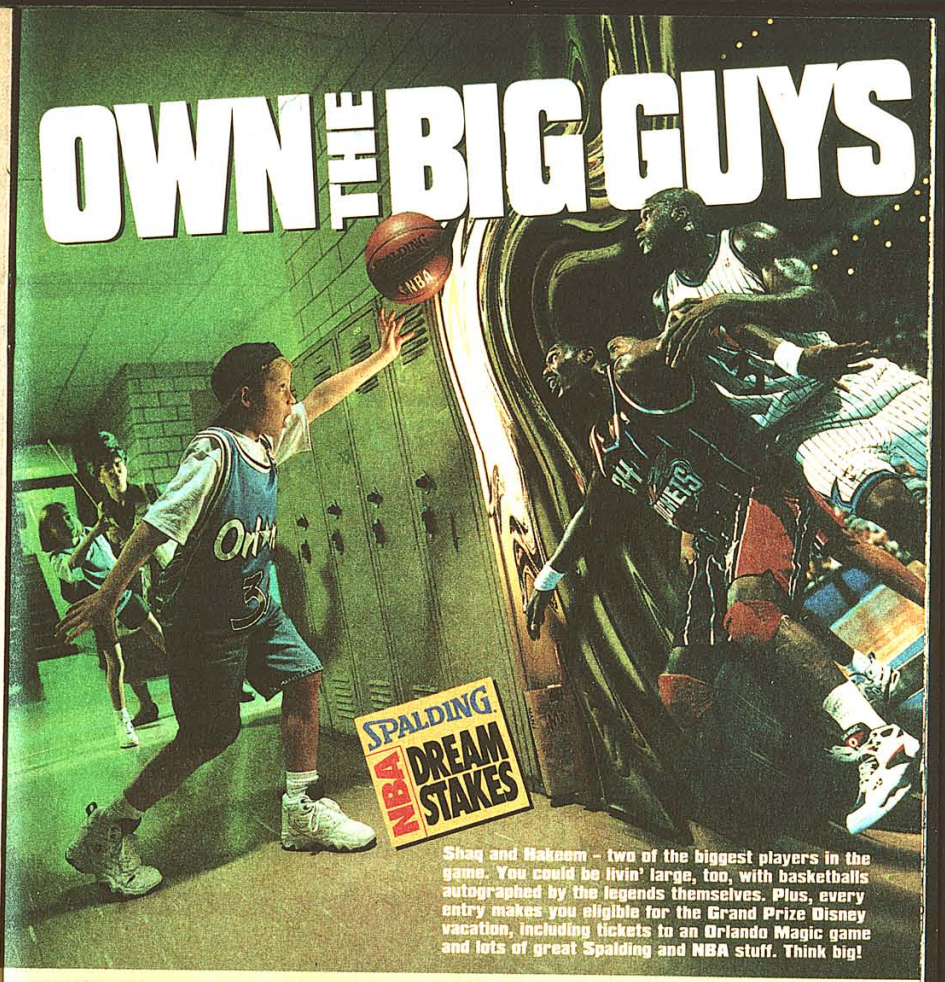
OWN THE BIG GUYS



Shaq and Hakeem – two of the biggest players in the game. You could be livin' large, too, with basketballs autographed by the legends themselves. Plus, every entry makes you eligible for the Grand Prize Disney vacation, including tickets to an Orlando Magic game and lots of great Spalding and NBA stuff. Think big!

1) **NO PURCHASE NECESSARY.**

2) **To Enter:** Complete the official entry form by hand or hand print your name, complete address and zip code (P.O. Box addresses are not acceptable) on a 3" x 5" card and mail in a stamped envelope to **SPALDING'S NBA DREAMSTAKES**, P.O. Box 1370, Young America, MN 55594-1370. Enter as often as you wish, but each entry must be in a separate, stamped envelope and mailed separately via first class mail. No copies, facsimiles or mechanical reproductions will be accepted. Not responsible for lost, late, damaged, misdirected, illegible or postage due mail or entries. Entries must be received no later than May 31, 1996. By participating, entrants agree to these Official Rules.

3) **Drawing:** Winners will be selected in a random drawing held on or about June 14, 1996 from all eligible entries received by an independent judging organization whose decisions are final and binding in all matters relating to this sweepstakes. Winners will be notified by mail.

4) **Prizes:** One (1) Grand Prize: Family vacation for four to The Walt Disney World® Resort in Orlando, Florida. Prize consists of (4) round trip coach air transportation from major commercial airport nearest winner's residence, (6) nights, one room (based on double occupancy), (4) length-of-stay admission passports and meals, four tickets to an Orlando Magic regular season home game (date of game determined by sponsor), NBA game ball autographed by Shaq & Hakeem, full set of NBA team logo balls, official USAB game ball. Vacation subject to availability and must be completed during the 1996-1997 NBA regular season. Blackout periods and other restrictions may apply. Expenses not stated are solely the responsibility of winner. Approximate retail value (ARV) of prize not to exceed $7,015. Ten (10) First Prizes: Official NBA game ball signed by Shaq & Hakeem, ARV $100. Twenty-five (25) Second: Full set of NBA team logo balls, ARV $250. Thirty-five (35) Third: NBA game ball, ARV $50. Fifty (50) Fourth: USAB game ball, ARV $40. Fifty (50) Fifth: NBA Indoor/Outdoor ball, ARV $30. Seventy-five (75) Sixth: NBA backpack and binder, ARV $25. Total approximate retail value of all prizes $21,390. Odds of winning a prize depend on number of eligible entries received.

5) **General Conditions:** Sweepstakes open to legal U.S. residents. Employees and directors (and their immediate families and those living in their same households) of Spalding Sports Worldwide, NBA Properties, Inc., The Walt Disney Company, and any of their affiliates, parents, subsidiaries, advertising and promotion agencies are not eligible. Prize winners may be required to sign and return an affidavit of eligibility and liability release and where legal, a publicity release within 14 days of notification or prize may be awarded to alternate winner. If prize winner is a minor, prize will be awarded to minor's parent or legal guardian who must sign and return affidavits and releases. Travel companions of Grand Prize winner must complete and return a liability release and where legal, a publicity release prior to issuance of travel documents. If Grand Prize winner is a minor, he/she must be accompanied on vacation by parent or legal guardian. Void where prohibited.

Winners, and if winner is a minor, winner's parent or legal guardian, agree that Spalding Sports Worldwide, NBA Properties, Inc., The Walt Disney Company, and their affiliate companies, parents, subsidiaries, advertising and promotion agencies, and their respective officers, directors, employees, representatives and agents and their affiliates will have no liability whatsoever for any injuries, losses or damages of any kind resulting in whole or in part from acceptance, possession, misuse or use of any prize or participation in this sweepstakes. Except where legally prohibited, winners, and if winners are minors, winners' parent or legal guardian, grant permission for Spalding Sports Worldwide and those acting under its authority to use his/her name, photograph, voice and/or likeness, for advertising and/or publicity purposes without additional compensation. Taxes on all prizes are solely the responsibility of the winner. Prizes are not transferable. No prize or cash substitutes allowed, except at the discretion of the sponsor. If prize or a portion of a prize is not available, sponsor reserves the right to substitute a prize, or the unavailable portion of the prize, of equal or greater value.

6) **Winners List:** For a list of prize winners available after July 15, 1996, send a self-addressed stamped envelope for receipt by July 15, 1996 to **SPALDING'S NBA DREAMSTAKES WINNERS LIST**, P.O. Box 3062, Young America, MN 55558-3062.

7) Sponsored by Spalding Sports Worldwide, Chicopee, Massachusetts.

WHAT YOU COULD WIN: Grand Prize: Week-long Walt Disney World® Resort family vacation, 4 tickets to an Orlando Magic game, autographed Spalding NBA ball from Shaq and Hakeem, and more... **10 First Prizes:** Spalding NBA game ball signed by Shaq and Hakeem. **25 Second Prizes:** Full set of NBA team logo balls. **35 Third Prizes:** Official NBA game ball. And Lots More!!!

TO ENTER: Fill out this official entry blank and mail it to:
Spalding's NBA Dreamstakes
P.O. Box 1370, Young America, MN 55594-1370
Entries must be received by May 31, 1996.

Look for Spalding and official NBA gear at Wal-Mart, Sears, Target, Toys-R-Us, Champs, Service Merchandise and The Sports Authority.

Name_____
Address_____
City_____ State_____
Zip_____ Phone ( ) _____

SPALDING

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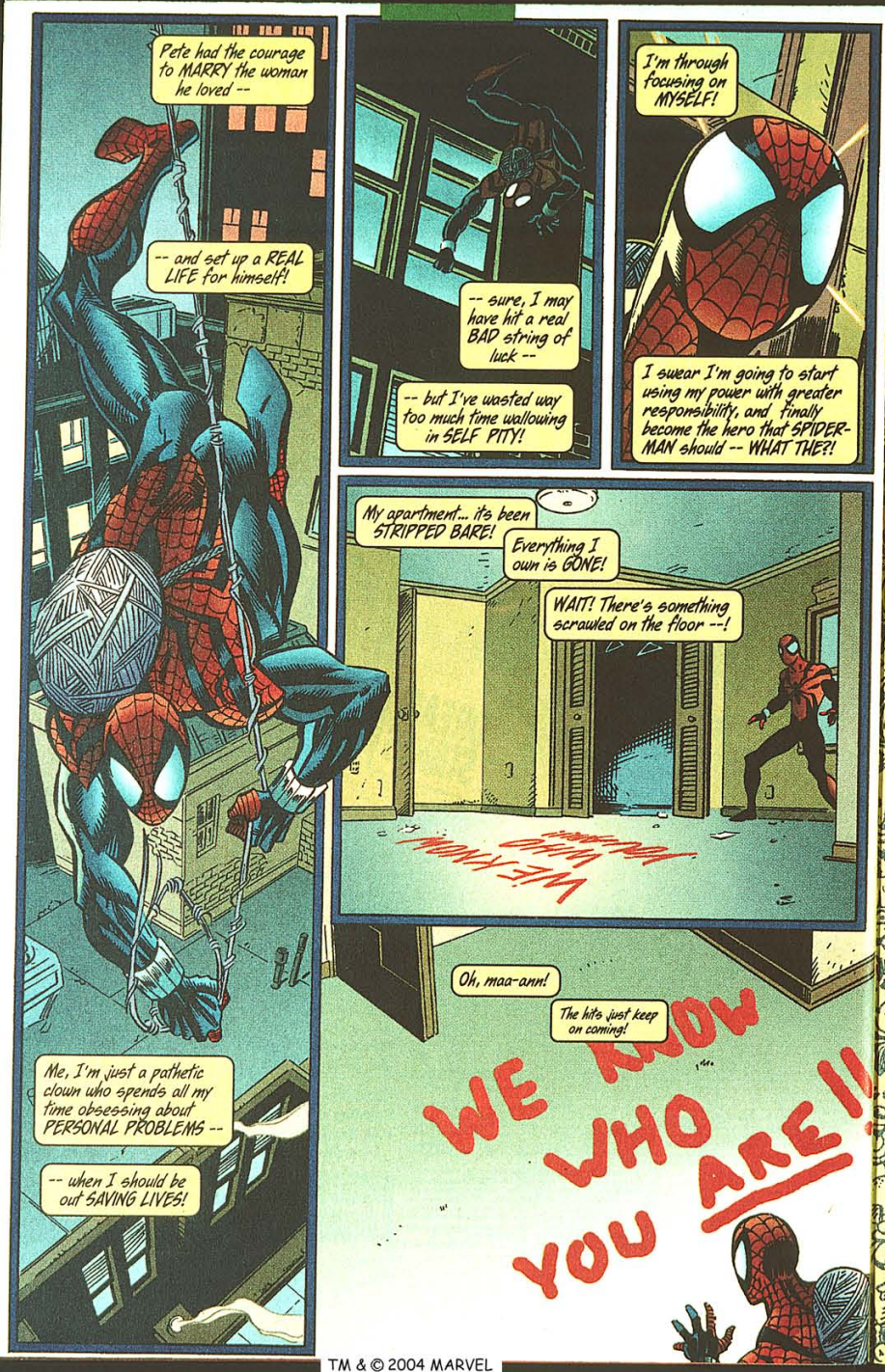

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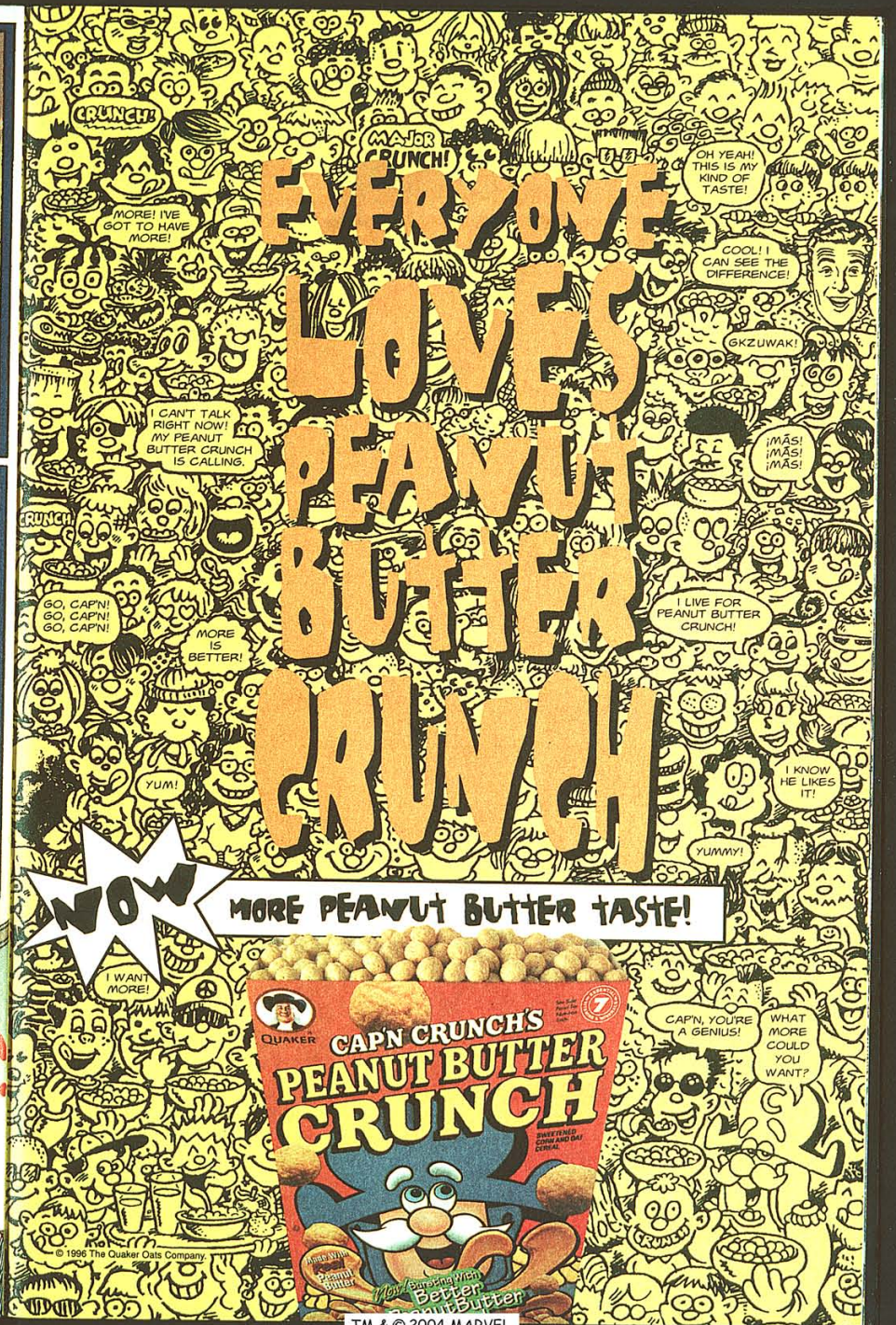

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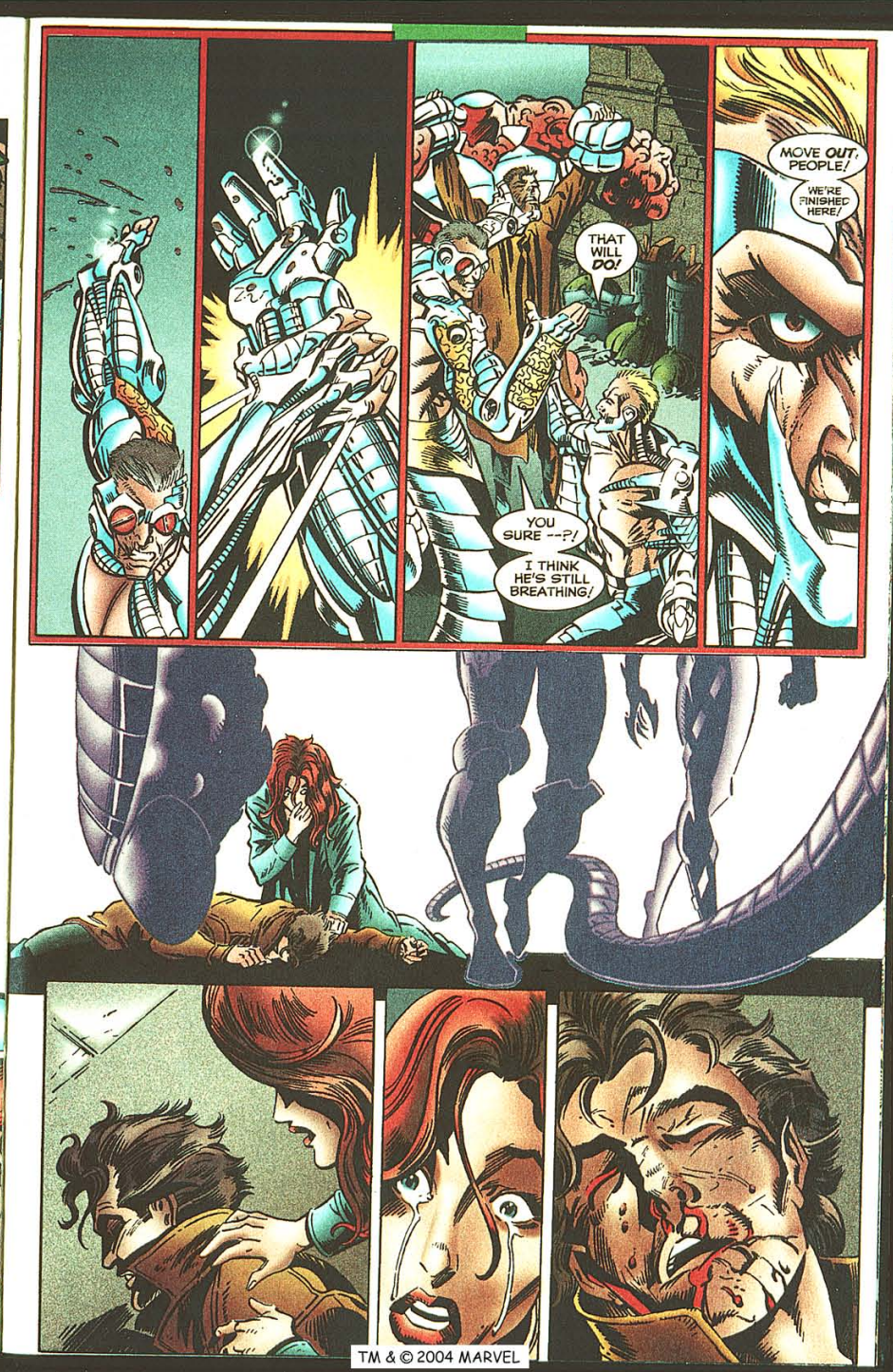

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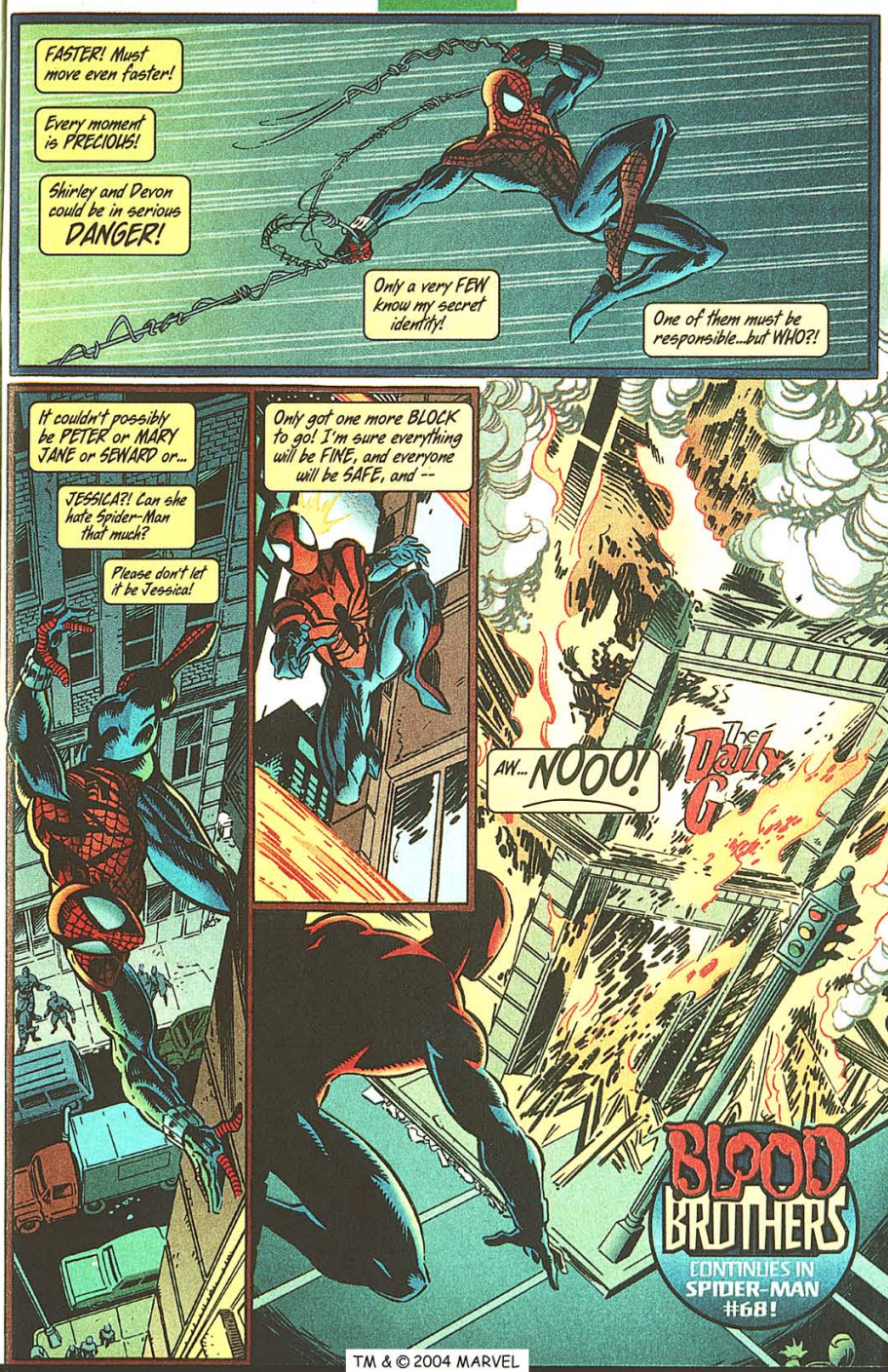

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THE SPIDER'S WEB

c/o Marvel Comics, 387 Park Avenue South, New York, NY 10016

RALPH MACCHIO Editor

MARK BERNARDO Assistant Editor

Correspondents: If you don't want your full address printed, please let us know.

Dear Spider's Web,

This has been the first time that I have written to any comic book. Not only that, but AMAZING SPIDER-MAN #407 was the first ASM issue I have ever bought! I'd like to compliment you all on a great comic, especially Mark Bagley for his excellent artwork. When I looked at the cover for this issue, I was pleased to see that it didn't say "part two of four" or "part one of three." This was exactly why I bought the comic. I hope you guys opt to stick with less interlocking stories in the future.

As I've said, I'm not up on Spidey these days. What's up with guys like the Rhino, Cardiac, and Doc Connors?

As long as you guys don't go overboard with the interlocking stories, AMAZING SPIDER-MAN will be the number one comic in my hands every month!

Joshua George
1258 St. Jean Street
Orleans, Ontario
K1E 7G9 CANADA

Well, Joshua, we're obviously in the middle of a big interconnected story now, but we felt that the momentous events and revelations we're building up to really required it. After "Blood Brothers" concludes in ASM #411, there are definite plans for some really cool non-connected stories in all of the Spider-titles, so stick with us so you won't miss out!

As for the characters you're asking about, Doc Connors (and his reptilian alter ego) made a return appearance in last year's SUPER SPECIALS, and Rhino played a big role in the recent "Return of Kaine" storyline. Cardiac? Good question...

Dear Spider-Folks,

While I remain a hardcore Peter Parker fan, the events of ASM #407 really fascinated me in a way no other Ben Reilly story ever has. While some books switch the character under the costume with no discernible difference, this Spider-Man is too well-written (even if I don't always like what's written) to fall into that trap.

I think Mr. DeFalco deserves congratulations for recognizing that while Ben may be the real Spider-Man, he hasn't actually been Spider-Man for quite some time. I'm sure there are many people that Peter formed relationships with as Spider-Man, like the Sandman and Silver Sable in this issue, that Ben knows very little, or even nothing, about.

It's too bad that Ben and Peter didn't think about this, and put together a "Spider-Man Handbook to the Marvel Universe," so Ben would have some sort of "cheat sheet" to help him figure out some of the changes that took place while he was gone. Apparently, Ben is going to spend quite a bit of time looking through old editions of the Daily Bugle, since Peter isn't around to answer his questions.

I am also very curious to see what the rest of the Marvel Universe will have to say about the new Spider-Man, especially the New Warriors. How is Ben going to explain his switch from Scarlet Spider to Spider-Man to his teammates, and how will that affect his membership on the team?

Ivan A. Martin
4054 70th Street
Urbandale, IA 50322-2616

As you've seen by now, Ivan, Ben Reilly has opted to not remain with the Warriors as a regular member, preferring to make a truly fresh start as Spider-Man. And as for Peter being around to answer Ben's questions about the last five years, that's a story point due to be addressed really soon... and in a way we think will surprise and please just about everyone!

Dear Spider's Web,

I've just finished reading ASM #407. I've got to say, I thought it was great! I haven't collected Spidey comics for long, but I recently bought a lot of back issues, and noticed that whereas before, Spidey was arrogant and full of wisecracks, lately he's been much too serious. Now that the clone is gone (boy, that Scarlet Spider storyline was confusing!), it's like the Spider-Man in those older issues has returned. Spidey is once again full of the smart remarks and witty jokes that, in my opinion, make his character really come alive. Please keep Spidey's sense of humor! By the way, I love the new costume!

Is Ben Reilly ever going to tell the Human Torch what happened to the other Spider-Man? It would be interesting to see a little more interaction between those two. Maybe even have another Spider-Man/Fantastic Four team-up? But whatever happens, keep those good stories coming!

Brian O'Quinn
Westminster, CO 80234

We love Spidey's sense of humor, too, Brian. It's part of his character and it's seen him through lots of hard times — and boy, is he gonna need it for the hard times ahead!

A Spidey/FF team-up? You need look no farther than SPIDER-MAN TEAM-UP #3, on sale soon! It's a decidedly unique kind of adventure, written by Dan (SENSATIONAL SPIDER-MAN) Jurgens, and drawn by Bob (KRAVEN'S LAST HUNT) McLeod! Ask and ye shall receive, faithful one!

Dear Editor,

Re: AMAZING SPIDER-MAN #407.

I knew Spider-Man, Spider-Man was a friend of mine. You, Ben Reilly, are no Spider-Man! Nuff said!

Jim Mackey
925 Price Street
Marcus Hook, PA 19061-5217

Gee, Jim, and Ben always spoke so well of you! Boy, invoking Dan Quayle in a letters page...!

Dear Spider's Web,

Re: issue #407.

I am glad Spider-Man didn't start working for Silver Sable Incorporated. Nothing good could come from it. Spider-Man is not a hired hand. The Human Torch isn't the only one who would lose respect for Spidey if he started working for Silver Sable. Ben is not making a lot of money at the Daily Grind, but it is an honest job and his boss seems like a super lady.

Thank you for keeping Spider-Man his own man!

Robert Shortall
RR #1, Box 510, Richibucto Village
New Brunswick E0A 2N0 CANADA

Our pleasure, Robert! We go to great lengths to show that Ben Reilly, rather than just being a shadow of Peter Parker, is truly a hero in his own right. Glad to see it's appreciated.

But we hope you're not judging Peter too harshly for doing work for Sable in his days as Spidey. It was money that he sometimes desperately needed, there were no illegal activities involved (at least on Spidey's part), and he always accomplished some good on his missions for Sable. Who knows? There may still come a time when Ben needs Silver Sable's help.

NEXT:

It's the harrowing grand finale of "Blood Brothers," as Spider-Man, Peter, and Mary Jane come face-to-face with the mystery menace who's been tearing their lives apart! And with the *Molten Man* also on the scene, you just know this ain't gonna go down smoothly! Everything hits the fan in 30 days, so be here ready to duck!

DESIGN BY COMICRAFT

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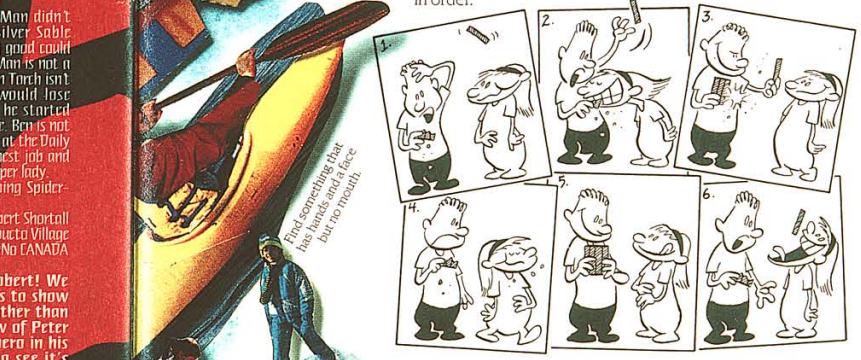
BREAK TIME!

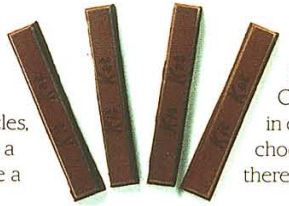
These comic strip panels have been jumbled. Examine the pictures and put them back in order.



Find something that has hands and a face but no mouth.

Find something whose name has "Kit" in it.

Hey, when you're finished with these puzzles, give your brain a break and have a



Kit Kat bar. Crisp wafers in creamy chocolate. What's there to think about?

Are there more round things or striped things?

ANSWER

1	6	4
5	3	2

998

FINISH

Kit Kat CRISP WAFERS IN CHOCOLATE

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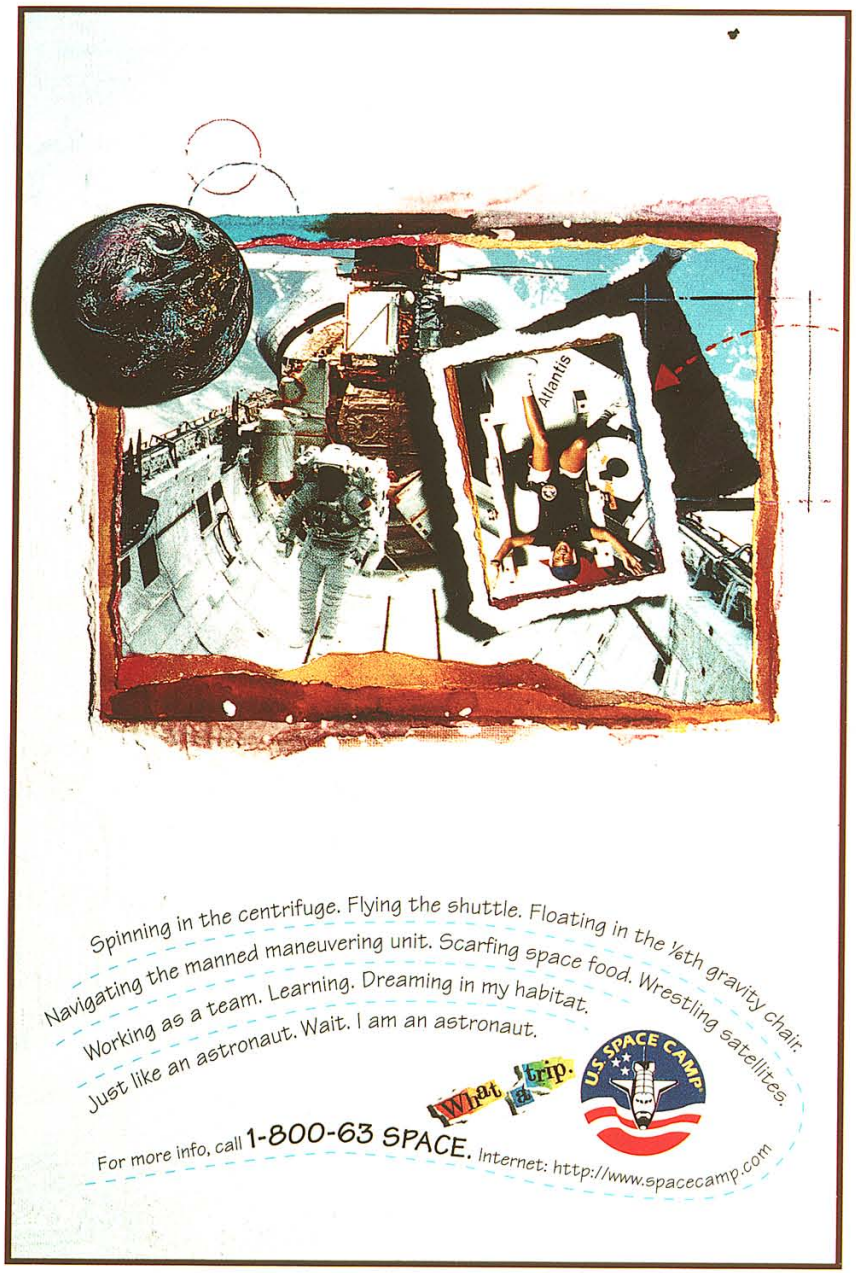

Spinning in the centrifuge. Flying the shuttle. Floating in the ⅙th gravity chair. Navigating the manned maneuvering unit. Scarfing space food. Wrestling satellites. Working as a team. Learning. Dreaming in my habitat. Just like an astronaut. Wait. I am an astronaut.

What a trip.

U.S. SPACE CAMP

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